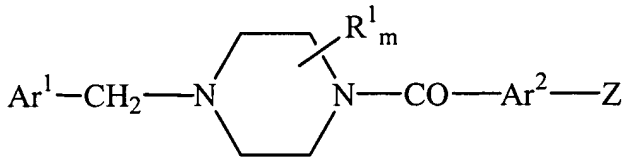
CLAIM AMENDMENTS

1. (currently amended): A compound of the formula:

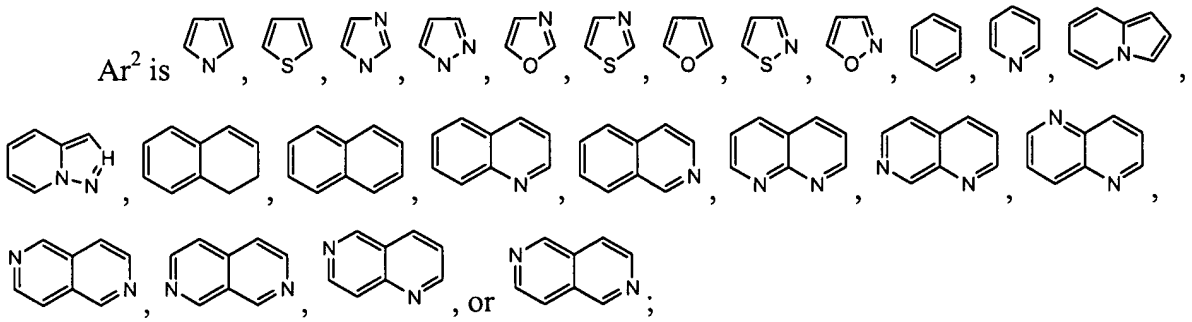


or the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof, wherein:

Ar^1 is an aryl group substituted with 0-5 non-interfering substituents selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOCR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl, and wherein two of said optional substituents on adjacent positions can be joined to form a fused, optionally substituted aromatic or nonaromatic, saturated or unsaturated ring which contains 3-8 members;

each R^1 is independently a noninterfering substituent selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl, halo, OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOCR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl and two of R^1 on adjacent positions can be joined to form a fused, optionally substituted aromatic or nonaromatic, saturated or unsaturated ring which contains 3-8 members, or R^1 is =O or an oxime, oximeether, oximeester or ketal thereof;

m is 0-4;

Ar^2 is  ;

each optionally substituted by one or more R″;

wherein each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl, or heteroaryl where two adjacent R″ groups may form a fused ring;

wherein H is N or CR′

wherein R′ is hydrogen or

(a) alkyl, alkenyl, alkynyl, aryl, arylalkyl, acyl, aroyl, heteroaryl, heteroalkyl, heteroalkenyl, heteroalkynyl, heteroalkylaryl, NH-aroyl or halo; or

(b) OR, NR_2, SR, SOR, SO_2R, OCOR, NRCOR, $NRCONR_2$, NRCOOR, $OCONR_2$, RCO, COOR, alkyl-OOCR, SO_3R, $CONR_2$, SO_2NR_2, $NRSO_2NR_2$, CN, CF_3, R_3Si, and NO_2, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl;

Z is $-W_i-COX_jY$ wherein Y is COR^3 or tetrazole; 1,2,3-triazole; 1,2,4-triazole; or imidazole; R^3 is H or a noninterfering substituent which is straight or branched chain alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, or heteroarylalkyl, each optionally substituted with halo, alkyl, heteroalkyl, SR, SOR, SO_2R, SO_2NR_2, OR, NR_2, OCOR, NRCOR, $NRCONR_2$, $NRSO_2R$, $NRSO_2NR_2$, $OCONR_2$, CN, COOR, $CONR_2$, COR, or R_3Si wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl, or

wherein R^3 is OR, NR_2, SR, $NRCONR_2$, $OCONR_2$, or $NRSO_2NR_2$, wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl, and

wherein two R attached to the same atom may form a 3-8 member carbocyclic or heterocyclic ring and wherein said ring may further be substituted by alkyl, alkenyl, alkynyl, aryl, arylalkyl, heteroalkyl, heteroaryl, heteroarylalkyl, each optionally substituted with halo, SR, OR,

NR_2, OCOR, NRCOR, $NRCONR_2$, $NRSO_2R$, $NRSO_2NR_2$, $OCONR_2$, or R_3Si wherein each R is independently H, alkyl, alkenyl, aryl, heteroalkyl, heteroalkenyl or heteroaryl wherein two R attached to the same atom may form a 3-8 member ring, optionally substituted as above defined,

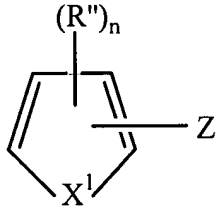
each of W and X is an alkylene of 2-6 Å, and each of i and j is independently 0 or 1.

2-5. (canceled)

6. (original): The compound of claim 1 wherein each of i and j is 0.

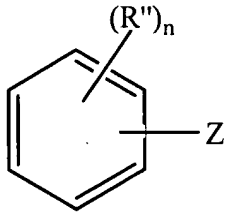
7-9. (canceled)

10. (currently amended): The compound of claim 1 wherein the portion of said compound represented by Ar^2-Z is selected from the following:



(I)

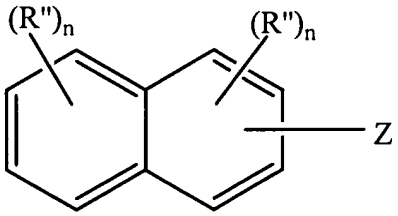
wherein n is 0, 1 or 2; X^1 is NR″ or CR''_2; and each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl, or heteroaryl; and two adjacent R″ groups may form a fused ring;



(II)

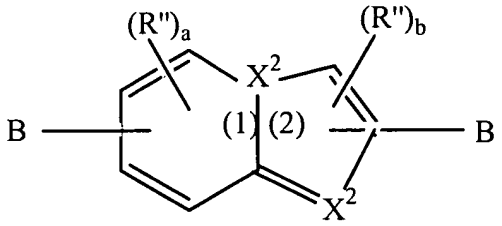
wherein n is 0-4; each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl, or heteroaryl where

two adjacent R″ groups may form a fused ring; and one or more ring carbons may be optionally replaced with nitrogen;



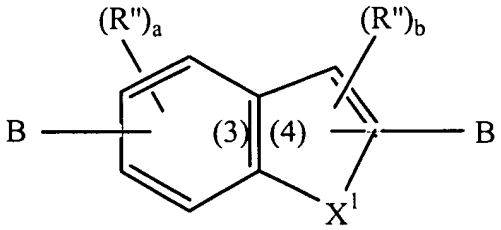
(III)

wherein each n is independently 0 to 3; each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl, or heteroaryl, where two adjacent R″ groups may form a fused ring; and one or more ring carbons may be optionally replaced with nitrogen;



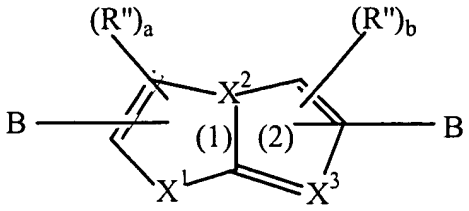
(IV-a)

and



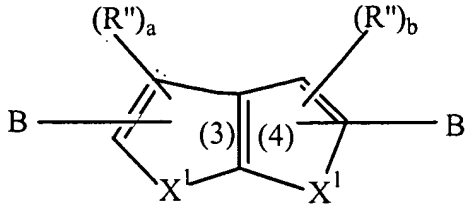
(IV-b)

wherein one B is absent and the other is Z; wherein a is 0 to 3; b is 0-1 each X^2 is independently N or CR″; X^1 is NR″ or CR_2; each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl, or heteroaryl where two adjacent R″ groups may form a fused ring; wherein one or more of the ring carbons that are at positions other than X^2 or X^1 and that are also not bound to Z or to the remainder of the molecule can be optionally replaced with N; and



(V-a)

and

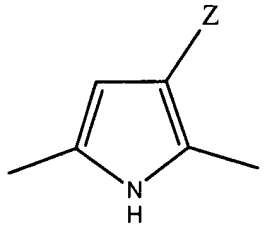


(V-b)

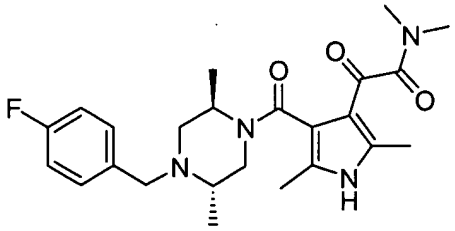
wherein one B is absent and the other is Z; a is 0-4, ; b is 0-3; each X^1 is independently NR″ or CR''_2; X^2 and X^3 are independently N or CR″; each R″ is independently selected from the group consisting of H, alkyl, acyl, aryl, arylalkyl, heteroalkyl, heteroaryl, halo, OR, NR_2, SR, NRCOR, alkyl-OOCR, RCO, COOR, and CN, wherein each R is independently H, alkyl, aryl, heteroalkyl or heteroaryl where two adjacent R″ groups can optionally form a fused ring; wherein one or more of the ring carbons that are at positions other than X^1, X^2 or X^3, and that are also not bound to Z or to the remainder of the molecule, can be optionally replaced with N.

11-15. (canceled)

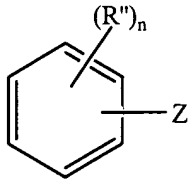
16. (previously presented): The compound of claim 10 wherein Ar^2-Z is:



17. (previously presented): The compound of claim 16 where the compound is:



18. (previously presented): The compound of claim 10 wherein Ar^2-Z is:



19. (previously presented): The compound of claim 18 wherein each R" is methoxy.

20. (previously presented): The compound of claim 19 wherein n is 1.

21-22. (canceled)

23. (previously presented): The compound of claim 10 wherein Ar^2-Z is structure (III).

24. (previously presented): The compound of claim 10 wherein Ar^2-Z is structure (IV-a) or (IV-b).

25. (previously presented): The compound of claim 24 wherein Ar^2-Z is (IV-a) and both X^2 in structure (IV-a) are nitrogen.

26. (previously presented): The compound of claim 25 wherein Ar^2-Z is:

27. (canceled)

28. (previously presented): The compound of claim 10 wherein Ar^2-Z is structure (V-a) or (V-b).

29. (previously presented): The compound of claim 28 wherein Ar^2-Z is structure (V-a) and X^2 and X^3 in structure (V-a) are N.

30. (previously presented): The compound of claim 29 wherein at least one R'' in structure (V-a) is methyl.

31-42. (canceled)

43. (previously presented): The compound of claim 1 wherein Ar^1 is optionally substituted phenyl.

44. (original): The compound of claim 43 wherein said optional substitution is by halo, OR, or alkyl.

45. (original): The compound of claim 44 wherein said phenyl is unsubstituted or has a single substituent.

46. (canceled)

47. (previously presented): The compound of claim 1 wherein each R^1 is halo, OR, or alkyl.

48. (original): The compound of claim 47 wherein m is 0, 1, or 2.

49. (original): The compound of claim 48 wherein m is 2 and both R^1 are alkyl.

50-52. (canceled)

53. (previously presented): A pharmaceutical composition for treating conditions characterized by enhanced p38-α activity which composition comprises

a therapeutically effective amount of a compound of claim 1

along with a pharmaceutically acceptable excipient.

54-56. (canceled)

57. (previously presented): A method to treat a condition mediated by p38-α kinase comprising administering to a subject in need of such treatment a compound of claim 1 or a pharmaceutical composition thereof, wherein said condition is multiple sclerosis, IBD, rheumatoid arthritis, rheumatoid spondylitis, osteoarthritis, gouty arthritis, sepsis, endotoxic shock, asthma, adult respiratory distress syndrome, reperfusion injury, psoriasis, cerebral malaria, chronic pulmonary inflammatory disease, silicosis, pulmonary sarcosis, a bone resorption disease, graft-versus-host reaction, Crohn's Disease, ulcerative colitis, or pyresis.

58-60. (canceled)